

MOOG INC.

Form 4

November 17, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROCHE PATRICK J

(Last) (First) (Middle)

SENECA ST & JAMISON RD

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MOOG INC. [MOGA/MOGB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
								S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
SAR <u>(1)</u>	\$ 43.42						<u>(2)</u>	05/20/2018	Class A Common	4,000	
SAR <u>(1)</u>	\$ 35.12						<u>(2)</u>	10/31/2018	Class A Common	4,000	
SAR <u>(1)</u>	\$ 26.66						<u>(2)</u>	12/01/2019	Class A Common	3,000	
SAR <u>(1)</u>	\$ 36.86						<u>(2)</u>	11/30/2020	Class A Common	4,000	
SAR <u>(1)</u>	\$ 41.82						<u>(2)</u>	11/30/2021	Class A Common	4,000	
SAR <u>(1)</u>	\$ 36.41						<u>(2)</u>	11/27/2022	Class A Common	20,500	
SAR <u>(1)</u>	\$ 61.69						<u>(2)</u>	11/11/2023	Class A Common	10,000	
SAR <u>(1)</u>	\$ 74.38						<u>(2)</u>	11/11/2024	Class A Common	10,000	
SAR <u>(3)</u>	\$ 63.04						<u>(2)</u>	11/17/2025	Class A Common	3,333	
SAR <u>(3)</u>	\$ 65.9						<u>(2)</u>	11/17/2025	Class B Common	6,667	
SAR <u>(3)</u>	\$ 71.65	11/15/2016	A		10,000		<u>(2)</u>	11/15/2026	Class B Common	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE PATRICK J SENECA ST & JAMISOND RD EAST AURORA, NY 14052			Vice President	

Signatures

Timothy P. Balkin, as Power of Attorney for Patrick J. Roche 11/17/2016

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Stock Appreciation Rights (SAR) granted under the 2008 Stock Option Plan.

(2) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.

(3) Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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